

**UNANIMOUS WRITTEN CONSENT
OF THE RECEIVER FOR
PRIME CAPITAL VENTURES LLC**

May 14, 2024

Paul A. Levine, Esq., the permanent receiver (the “Receiver”) for Prime Capital Ventures LLC (the “Company”), hereby consents to and adopts the following resolutions, effective as of May 14, 2024, without a meeting:

WHEREAS, the Receiver has reviewed and considered the materials presented by the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s business; and

WHEREAS, the Receiver has had the opportunity to ask questions of the financial and legal advisors of the Company regarding the strategic alternatives available to the Company;

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Receiver, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, taken as a whole, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the “Bankruptcy Code”); and

RESOLVED, that the Receiver be, and hereby is, authorized to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents, necessary to commence a case and obtain relief under the Bankruptcy Code, including but not limited to, approve the sale(s) of assets, and to take any and all further acts and deeds that he deems necessary, proper and desirable in connection with the Company’s chapter 11 case, with a view to the successful prosecution of such case; and

RESOLVED, that the Receiver be, and hereby is, authorized and directed to employ the law firm of Bond, Schoeneck & King, PLLC as the Company’s general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, the Receiver is hereby authorized and

directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Company's chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Bond, Schoeneck & King, PLLC; and

RESOLVED, that the Receiver be, and hereby is, authorized and directed to employ the firm of BST & Co. CPAs, LLP as the Company's financial advisor to assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations with respect thereto; and in connection therewith, the Receiver is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Company's chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of BST & Co. CPAs, LLP; and

RESOLVED, that the Receiver be, and hereby is, authorized and directed to employ any other professionals to represent the Company and to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Receiver is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Company's chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

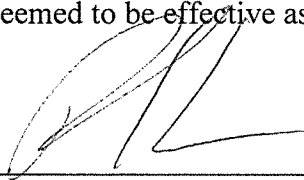
II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon him, the Receiver be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, as the Receiver in his discretion may deem necessary or desirable in order to fully carry out the intent and accomplish the purpose of the resolutions adopted herein; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent, which is deemed to be effective as of the date first written above.

A handwritten signature in black ink, appearing to be 'P. Levine', written over a horizontal line.

Paul A. Levine, Esq., Permanent Receiver
for Prime Capital Ventures LLC